

RECORDATION NO. 14864-111
FILED 142/111

SEP 28 1994 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

(Series 4-2)

BANKERS TRUST COMPANY,
AS TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

Bankers Trust Company, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 4.01(a) of that certain Equipment Trust Agreement dated as of November 15, 1985 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 22, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Six (6) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: Six (6) railcars covered by the existing Lease Agreement dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. (Partial Rider 1) as described on Exhibit A, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, the Bankers Trust Company as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 22nd day of September, 1994.

BANKERS TRUST COMPANY

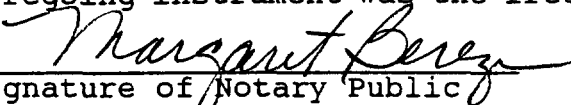
REAR
By: ASSISTANT TREASURER

Attest:

James D. Smith
Assistant Vice President - Treasurer

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 23 day of September, 1994, before me personally appeared MARK A. WOODWARD, to me personally known, who being by me duly sworn, says that he is AN ASSISTANT TREASURER of Bankers Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission Expires:

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 2/22/96

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	4,750 cu.ft. Lo Covered Hopper Cars	TILX 511589,511603,511621 511635,511639,511649

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
6 Hopper Cars	Lo	4,750 cu.ft.	TILX 511589,511603,511621 511635,511639,511649	3/80